

United States Bankruptcy Court
Southern District of New York

In re DELPHI CORPORATION, et al.,

Case No. 05-44481

(Jointly Administered)

Court ID (court use only) _____

NOTICE OF TRANSFER OF PARTIAL CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. §1111 (a). Transferee hereby gives notice pursuant to Rule 3001(e) (2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

Contrarian Funds, LLC

Name of Transferee

Bank of America, N.A.

Name of Transferor

Name and Address where notices to transferee should be sent

Court Record Address of Transferor
(Court Use Only)

**Contrarian Funds, LLC
411 West Putnam Ave., Ste. 225
Greenwich, CT 06830
Attn: Alpa Jimenez
Phone 203-862-8236**

Last Four Digits of Acct#: N/A

Last Four Digits of Acct#: N/A

Name and Address where transferee payments should be sent
(if different from above)

Name and Current Address of Transferor

**Court Claim # (if known): 6147
Partial Claim Amount \$2,974,014.73**

**Bank of America, N. A.
100 North Tryon St., 20th Floor
Mail Code NC1-007-20-01
Charlotte, NC 28255**

Last Four Digits of Acct#: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: _____/s/ **Alpa Jimenez**_____
Transferee/Transferee's Agent

Date: _____August 28, 2006_____

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 & 3571.

~DEADLINE TO OBJECT TO TRANSFER~

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EXECUTION VERSION

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

ASSIGNOR: BANK OF AMERICA, N.A.

ASSIGNEE: CONTRARIAN FUNDS LLC

For value received, the adequacy and sufficiency of which are hereby acknowledged, Assignor hereby unconditionally and irrevocably sells, transfers and assigns to Assignee all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of \$2,974,014.73 against Delphi Automotive Systems LLC ("Debtor") in Case No. 05-44640 in the United States Bankruptcy Court for the Southern District of New York, which case is jointly administered with In re Delphi Corporation. et al., Chapter 11 Case No. 05-44481 (RDD) (Jointly Administered) filed October 8, 2005 in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by or on behalf of Assignor with the Bankruptcy Court in respect of the foregoing claims, including but not limited to Claim No. 6147 filed on May 17, 2006 (the "Claim").

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the U.S. Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claim and recognizing the Assignee as the sole owner and holder of the Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to Assignee.

EXECUTION VERSION

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 7th day of August, 2006.

ASSIGNOR:

BANK OF AMERICA, N.A., AS SELLER

By: 

Name: TOBY GILBERT
Title: VICE PRESIDENT

ASSIGNEE:

CONTRARIAN FUNDS LLC, AS BUYER
By: Contrarian Capital Management,
LLC, as Manager

By: _____

Name: _____
Title: _____

EXECUTION VERSION

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 7th day of August, 2006.

ASSIGNOR:

BANK OF AMERICA, N.A., AS SELLER

By: _____

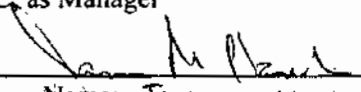
Name: _____

Title: _____

ASSIGNEE:

CONTRARIAN FUNDS LLC, AS BUYER

By: Contrarian Capital Management,
LLC as Manager

By:  _____

Name: Janice M. Starnov

Title: member